

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,  
  
Plaintiff,  
  
v.  
  
LLOYDS TSB BANK PLC,  
  
Defendant.

No. 07 Civ. 9235 (CSH)

**DECLARATION OF RUA M. KELLY IN  
OPPOSITION TO DEFENDANT LLOYDS TSB  
BANK PLC'S MOTION TO DISMISS THE COMPLAINT**

Rua M. Kelly declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am an Assistant United States Attorney for the Southern District of New York, representing plaintiff United States of America (the "United States") in the above-captioned action. I am a member in good standing of the Bar of the Commonwealth of Massachusetts and of this Court.

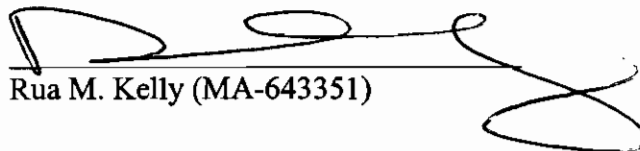
2. I submit this declaration in opposition to defendant Lloyds TSB Bank plc's ("Lloyds") motion to dismiss the Complaint (the "Motion"). The purpose of this declaration is to place before the Court copies of documents that are cited in the accompanying memorandum of law in opposition to the Motion.

3. Annexed hereto as Exhibit A is a true and correct copy of the consent to United States jurisdiction, as expressed in a letter from Truett Tate of Lloyds, dated February 23, 2005, addressed to the Board of Governors of the Federal Reserve System.

4. Annexed hereto as Exhibit B is a true and correct copy of the Order Approving the Establishment of a Representative Office dated November 1, 2005.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 23, 2008 at New York, New York.



Rua M. Kelly (MA-643351)